



CORPORATION SERVICE COMPANY

RECORDATION NO. 23312-E FILED

APR 12 '06

2-15 PM



March 7, 2006

SURFACE TRANSPORTATION BOARD

Barbara Saddler
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423
Barbara.saddler@stb.dot.gov

REF: 151900-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of January 19, 2006 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**
1211 Avenue of the Americas, 20th Floor New York, NY 10036

Lessee: **TDK Ferrites Corporation**
5900 North Harrison
Shawnee, OK 74804

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **TDK Ferrites Corporation** covering 4-C.F. P.D. covered hopper car (75721/75724) as further described on the attached Schedule A.--INCLUSIVE

Please file this memorandum as a SECONDARY document to Recordation #23312 dated 03/01/06 and return one (1) stamped original to my attention. A check covering the filing fee of thirty-three dollars (\$33.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3753

Thank you for your prompt assistance.

Sincerely,

Beth Poani
Motor Vehicle Specialist

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MEMORANDUM OF LEASE EXTENSION

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LOCOMOTIVE LEASE dated as of this 1 day of MARCH, 2006, is made by The CIT Group/Equipment Financing, Inc., a Delaware corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor") and, TDK FERRITES CORPORATION, a Delaware corporation, with an address at 5900 North Harrison, Shawnee, OK 74804 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Lease Extension Certificate (the "Certificate") dated as of MARCH 1, 06 covering the equipment listed on Schedule A hereto (the "Equipment") and extending a Locomotive Equipment Lease originally dated as of (the "Lease"); pursuant to a Memorandum of Locomotive Lease filed with the Surface Transportation Board on January 5, 2001 as recordation number 23312.

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Certificate, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby extends the Lease and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Certificate, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: William P. O'Brien
Name: William P. O'Brien
Title: Vice President

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

TDK FERRITES CORPORATION

By: Ronnie L. Strub
Name: RONNIE L. STRUB
Title: PRESIDENT

SCHEDULE A

<u>Number of Units and Unit Description</u>	<u>Unit Mark and Numbers</u>
(4) 5,660 c.f. p.d. covered hopper car	TCMX 75721-75724 (inclusive)